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WC-03-215

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READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 1

(1) LOCKBOX# 358145		FCC/MELLON      SEP 15 2003		SPECIAL USE ONLY	
				FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Swidler Berlin Shereff Friedman, LLP</b>				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$860.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>3000 K Street, N.W.</b>					
(5) STREET ADDRESS LINE NO. 2 <b>Suite 300</b>					
(6) CITY <b>Washington</b>				(7) STATE <b>DC</b>	(8) ZIP CODE <b>20007</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-424-7500</b>				(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>					
(11) PAYER (FRN) <b>0004353900</b>				(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME <b>Verestar, Inc.</b>					
(14) STREET ADDRESS LINE NO. 1 <b>3040 Williams Drive</b>					
(15) STREET ADDRESS LINE NO. 2 <b>Suite 600</b>					
(16) CITY <b>Fairfax</b>				(17) STATE <b>VA</b>	(18) ZIP CODE <b>22031</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>703-205-2506</b>				(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>					
(21) APPLICANT (FRN) <b>0003612991</b>				(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE <b>CUT</b>		(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$860.00</b>		(27A) TOTAL FEE <b>\$860.00</b>		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
<b>SECTION D - CERTIFICATION</b>					
<b>CERTIFICATION STATEMENT</b> I, <u>Eliot J. Greenwald</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <u>Eliot J. Greenwald</u>				DATE <u>9-15-03</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE _____				DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003(REVISED)

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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September 15, 2003

## VIA COURIER

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireless Competition Bureau - CPD 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application of Verestar, Inc. et al. for Consent to the Assignment and  
Transfer of Control of Domestic Section 214 Authorization

Dear Ms. Dortch:

On behalf of Verestar, Inc., Verestar, LLC, Verestar Networks, Inc., Verestar Networks, LLC and American Tower Corporation, enclosed find a FCC Form 159, \$860.00 filing fee, and written request for *pro forma* assignment and substantive transfer of control a Section 214 authorization for domestic telecommunications service.

The Application is a joint international and domestic Section 214 transfer application, prepared pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b). This same application was filed electronically with the International Bureau. In addition separate applications were filed with the International Bureau for the transfer of earth station authorizations and with the Wireless Telecommunications Bureau for the transfer of wireless authorizations.

Please address inquiries regarding the entities named in the first paragraph to the undersigned. Please address inquiries regarding the transferee Rare Medium Group, Inc. to:

Brian D. Weimer  
Skadden Arps Slate Meagher & Flom, LLP  
1440 New York Avenue, N.W.  
Washington, DC 20005-2111  
(202) 371-7604

Marlene H. Dortch, Secretary  
September 15, 2003  
Page 2

Very truly yours,

A handwritten signature in black ink, appearing to read 'Eliot J. Greenwald', with a long horizontal flourish extending to the right.

Eliot J. Greenwald

cc: Brain D. Weimer  
H. Anthony Lehv

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	
Verestar, Inc.	)	
Assignor	)	
	)	
and	)	
	)	
Verestar, LLC	)	
Assignee	)	
	)	
Verestar Networks, Inc.	)	
Assignor	)	
	)	
and	)	
	)	
Verestar Networks, LLC	)	
Assignee	)	
	)	
American Tower Corporation	)	
Transferor	)	
	)	
and	)	File No. ITC-T/C-2003 _____
	)	
Rare Medium Group, Inc.	)	WC Docket No. 03- _____
Transferee	)	
	)	
Application for Approval of Assignment and	)	
Transfer of International and Domestic	)	
Section 214 authority	)	

**APPLICATION FOR APPROVAL OF ASSIGNMENT AND TRANSFER OF  
INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS**

Verestar, Inc.; Verestar, LLC; Verestar Networks, Inc.; Verestar Networks, LLC;  
American Tower Corporation ("American Tower"); and Rare Medium Group, Inc. ("Rare

Medium”)<sup>1</sup> (collectively, the “Applicants”) through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04 and 63.24(e) of the Rules of the Federal Communications Commission (“Commission”), 47 C.F.R. §§ 63.04 and 63.24(e), hereby: (1) notify the Commission of the *pro forma* assignment of Verestar, Inc.’s domestic and international Section 214 authorizations to Verestar, LLC; (2) notify the Commission of the *pro forma* assignment of Verestar Networks, Inc.’s domestic and international Section 214 authorizations to Verestar Networks, LLC; and (3) seek consent to the subsequent transfer of control of Verestar, LLC and Verestar Networks, LLC from American Tower to Rare Medium.

Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined domestic and international Section 214 transfer of control application. In connection with Verestar Inc.’s and Verestar Networks, Inc.’s international Section 214 authorizations, Applicants provide below the information required by Section 63.24(e) of the Commission’s Rules, 47 C.F.R. § 63.24(e). Exhibit A provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission’s Rules, 47 C.F.R. § 63.04(a)(6)-(12), in connection with the transfer of the domestic Section 214 authority.

The Applicants respectfully request streamlined, expedited treatment of this application pursuant to Section 63.12 of the Commission’s Rules, 47 C.F.R. § 63.12. This application qualifies for streamlined treatment because: (i) neither Verestar, LLC, Verestar Networks, LLC nor Rare Medium is affiliated with a dominant foreign carrier; and (ii) none

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<sup>1</sup> Rare Medium recently announced that its board of directors has approved a name change to SkyTerra Communications, Inc. Rare Medium expects to accomplish this name change by September 30, 2003, and will inform the FCC of the name change as soon as it has been completed.

of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

**I. The Applicants**

**A. Verestar, Inc., Verestar Networks, Inc. and American Tower**

Verestar Networks, Inc., a Delaware corporation, is a wholly-owned direct subsidiary of Verestar, Inc., also a Delaware corporation. Verestar, Inc. and Verestar Networks, Inc. each provide both facilities-based and resold domestic and international telecommunications services to customers in the United States. Verestar, Inc. and Verestar Networks, Inc. are not foreign carriers, and they do not have any foreign carrier affiliates. Verestar, Inc. is a direct wholly-owned subsidiary of American Tower. American Tower's primary business is constructing and leasing space on telecommunications towers. Other than the Section 214 authorizations held by Verestar, Inc. and Verestar Networks, Inc., American Tower and its subsidiaries do not hold any Section 214 authorizations.<sup>2</sup>

**B. Verestar, LLC and Verestar Networks, LLC**

Verestar, Inc. will be converted into Verestar, LLC pursuant to the laws of Delaware for the purpose of carrying out the transaction described herein. Initially, Verestar, LLC will exist as a wholly-owned direct subsidiary of American Tower. Following consummation of the proposed transfer of control, Verestar, LLC will exist as an indirect subsidiary of Rare Medium. Rare Medium will hold its interest in Verestar, LLC (amounting to 66.67 percent of

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<sup>2</sup> At one time, American Tower Systems, L.P. (now American Tower, L.P.), a subsidiary of American Tower, held a Section 214 authorization to provide international telecommunications service. File No. ITC-T/C-19980528-00353. On July 30, 1999, it notified the Commission of the *pro forma* assignment of the authorization to ATC Teleports, Inc. (now Verestar, Inc.). The notification was never processed by the Commission. On August 8, 2003, American Tower, L.P. and Verestar, Inc. asked the Commission to process the July 30, 1999 notification and informed the Commission of the name change from ATC Teleports, Inc. to Verestar, Inc.

Verestar, LLC) through its wholly owned subsidiary Verestar Manager, LLC. The remaining 33.33 percent interest in Verestar, LLC will be held by American Tower.

Verestar Networks, Inc. will be converted into Verestar Networks, LLC pursuant to the laws of Delaware for the purpose of carrying out the transaction described herein. Verestar Networks, LLC will exist as a wholly-owned direct subsidiary of Verestar, LLC. Therefore, initially, Verestar Networks, LLC will exist as a wholly-owned indirect subsidiary of American Tower. Following consummation of the proposed transfer of control, Verestar Networks, LLC will exist as an indirect subsidiary of Rare Medium.

As discussed in greater detail below, after the proposed transfer of control is consummated, Verestar, LLC and Verestar Networks, LLC will continue to operate as they had been operating.

### **C. Rare Medium**

Rare Medium's primary business is working with entrepreneurial satellite communications companies. Rare Medium does not hold any Section 214 authorizations nor does it hold any FCC licenses.

## **II. The Proposed Transaction**

On August 29, 2003, American Tower, Verestar Manager, LLC, a direct wholly-owned subsidiary of Rare Medium, and Verestar, Inc. entered into a Securities Purchase Agreement ("Agreement") pursuant to which Verestar Manager will acquire 66.67 percent of the membership interests of Verestar, LLC and American Tower will retain 33.33 percent of

the membership interests of Verestar, LLC.<sup>3</sup> Pursuant to the terms of the Agreement, Verestar, Inc. will be converted into Verestar, LLC prior to the actual closing of the transaction. Rare Medium has committed to make substantial funding available to Verestar, LLC in accordance with the terms of a Note Purchase and Revolving Credit Agreement.

In addition to the Section 214 authorizations for domestic and international telecommunications service that are the subject of this application, the transaction includes satellite earth station authorizations and wireless authorizations. Separate applications for Commission consent to the transaction are being filed with the International Bureau and the Wireless Telecommunications Bureau for these other types of authorizations.

### **III. The Proposed Transaction Will Serve the Public Interest**

The proposed transaction will serve the public interest by providing much needed funding to Verestar for it to continue providing service to its customers. In addition, Rare Medium will bring its experience working with entrepreneurial satellite communications companies to Verestar in order to expand the range of services Verestar provides its existing customers and to expand the customer base of Verestar. Without the many benefits that will flow from this transaction, Verestar may not be able to continue as a going concern.

The proposed transaction is expected to enhance competition in the telecommunications marketplace. Rare Medium is a new entrant to the earth station teleport industry; thus, the proposed transaction does not risk undue market concentration. By providing an infusion of capital into Verestar, LLC, the proposed transaction should strengthen Verestar, LLC's competitive position and facilitate Verestar LLC's ability to continue to provide high quality telecommunications service. Further, the parties anticipate

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<sup>3</sup> Although American Tower will hold only a Warrant exercisable for 33.33 percent of the membership interests in the Verestar, LLC, the terms of the operating agreement for Verestar, LLC require that the parties treat that Warrant as exercised.



that combining Rare Medium's substantial expertise working with entrepreneurial satellite communications companies with the industry experience of Verestar LLC's existing management team will create synergies that will improve Verestar LLC's market position going forward.

**IV. Information Required by Section 63.24(e) of the Commission's Rules**

In support of this application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of Applicants:

Verestar, Inc.  
FRN: 0003612991  
3040 Williams Drive  
Suite 600  
Fairfax, Virginia 22031  
(703) 205-2591

Verestar Networks, Inc.  
FRN: 0009569575  
3040 Williams Drive  
Suite 600  
Fairfax, Virginia 22031  
(703) 205-2591

Verestar, LLC  
FRN: 0009569229  
3040 Williams Drive  
Suite 600  
Fairfax, Virginia 22031  
(703) 205-2591

Verestar Networks, LLC  
FRN: 0009569344  
3040 Williams Drive  
Suite 600  
Fairfax, Virginia 22031  
(703) 205-2591

American Tower Corporation  
FRN 0004300430  
116 Huntington Avenue  
11<sup>th</sup> Floor  
Boston, MA 02116  
(703) 205-2524

Rare Medium Group, Inc.  
FRN: 0009559881  
19 West 44<sup>th</sup> Street, Suite 507  
New York, NY 10036  
(212) 730-7540

- (b) Verestar, Inc. and Verestar Networks, Inc. are corporations organized under the laws of Delaware. Verestar, LLC and Verestar Networks, LLC will be limited liability companies organized under the laws of Delaware. American Tower is a corporation organized under the laws of Delaware. Rare Medium is a corporation organized under the laws of Delaware.

- (c) Correspondence concerning this Application should be sent to:

For Verestar, Inc., Verestar Networks, Inc., Verestar, LLC and Verestar Networks, LLC:

Scott H. Lyon  
Assistant General Counsel  
Verestar, Inc.  
3040 Williams Drive  
Suite 600  
Fairfax, Virginia 22030  
(703) 205-2591

with a copy to:

Eliot J. Greenwald  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, DC 20007  
(202) 424-7809

For American Tower:

H. Anthony Lehv  
American Tower Corporation  
c/o Verestar, Inc.  
3040 Williams Drive  
Suite 600  
Fairfax, Virginia 22031  
(703) 573-3522

For Rare Medium:

Robert C. Lewis, Esq.  
Rare Medium Group, Inc.  
19 West 44<sup>th</sup> Street, Suite 507  
New York, NY 10036  
(212) 730-7524

with a copy to:

Brian D. Weimer  
Skadden, Arps, Slate, Meagher & Flom, LLP  
1440 New York Ave, N.W.  
Washington, DC 20005  
(202) 371-7604

- (d) A list of the Section 214 authorizations held by Verestar, Inc. and Verestar Networks, Inc. is appended hereto as Exhibit B.<sup>4</sup>
- (e)(3) By this Application, Applicants seek authority for a transaction that will result in the *pro forma* assignment of Verestar Inc.'s international and domestic Section 214 authorizations to Verestar, LLC, the *pro forma* assignment of Verestar Networks Inc.'s international and domestic Section 214 authorizations to Verestar Networks, LLC, and the transfer of control of Verestar, LLC and Verestar Networks, LLC, each non-dominant common carriers, from American Tower to Rare Medium.
- (f) Not applicable.
- (g) Not applicable.

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<sup>4</sup> See footnote 2, *supra*.

(h) The following entities will hold a 10% or greater ownership interest in Verestar, LLC and Verestar Networks, LLC (which will be a direct subsidiary of Verestar, LLC):

(1)

Name: Verestar Manager, LLC  
19 West 44<sup>th</sup> Street, Suite 507  
New York, NY 10036

Citizenship: United States  
Principle Business: Holding Company  
Percentage Held: 67%

Name: American Tower Corporation  
116 Huntington Avenue  
11<sup>th</sup> Floor  
Boston, MA 02116

Citizenship: United States  
Principle Business: Construction and Leasing of Communications  
Towers  
Percentage Held: 33%

Name: Rare Medium Group, Inc.  
19 West 44<sup>th</sup> Street, Suite 507  
New York, NY 10036

Citizenship: United States  
Principle Business: Satellite Communications  
Percentage Held: 67% through its wholly-owned subsidiary,  
Verestar Manager, LLC.

Name: Apollo Investment Fund IV, L.P.  
1301 Avenue of the Americas  
38<sup>th</sup> Floor  
New York, NY 10019

Citizenship: United States  
Principle Business: Investing  
Percentage Held: Through its interest in Rare Medium, Apollo  
Investment Fund IV, L.P. is deemed to hold a 67%  
interest in Verestar, LLC.

Name: Apollo Advisors IV, L.P.  
1301 Avenue of the Americas  
38<sup>th</sup> Floor  
New York, NY 10019

Citizenship: United States  
Principle Business Investing  
Percentage Held: Through its indirect interest in Rare Medium, Apollo Advisors IV, L.P., the general partner of Apollo Investment Fund IV, L.P. is deemed to hold a 67% interest in Verestar, LLC.

Name: Apollo Capital Management IV, Inc.  
1301 Avenue of the Americas  
38<sup>th</sup> Floor  
New York, NY 10019

Citizenship: United States  
Principle Business Investing  
Percentage Held: Through its indirect interest in Rare Medium, Apollo Capital Management IV, Inc., the general partner of Apollo Advisors IV, L.P., is deemed to hold a 67% interest in Verestar, LLC.

Name: Leon D. Black and John H. Hannan  
1301 Avenue of the Americas  
38<sup>th</sup> Floor  
New York, NY 10019

Citizenship: Both Mr. Black and Mr. Hannan are U.S. citizens  
Principle Business Investing  
Percentage Held: Mr. Black and Mr. Hannan are the sole equity holders and sole directors of Apollo Capital Management IV, Inc.

(2) Verestar, LLC has no interlocking directorates with a foreign carrier.

- (i) Rare Medium certifies that it is not a foreign carrier and that it is not affiliated with a foreign carrier.
- (j) Rare Medium certifies that it is not seeking to provide international telecommunications services to any destination country where:
  - (1) it is a foreign carrier in that country; or
  - (2) it controls a foreign carrier in that country; or
  - (3) any entity that owns more than 25 percent of Rare Medium, or that controls Rare Medium, controls a foreign carrier in that country; or
  - (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Rare Medium and are parties to or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance),

affecting the provision or marketing of international basic telecommunications services in the United States.

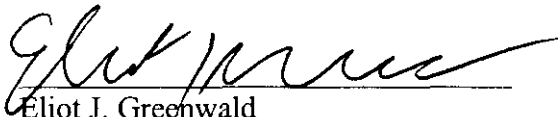
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Rare Medium certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, 47 C.F.R. §63.14(b), directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.
- (o) Verestar, Inc., Verestar Networks, Inc., Verestar, LLC, Verestar Networks, LLC, American Tower and Rare Medium certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a)), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Rare Medium requests streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. §63.12. This application qualifies for streamlined processing under Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.12(c) because Rare Medium qualifies for a presumption of non-dominance under Section 63.10(a)(1) of the Commission's Rules, 47 C.F.R. §63.10(a)(1).

## V. CONCLUSION

Based on the foregoing, the Proposed Transaction, including the transfer of control of Verestar, LLC and Verestar Networks, LLC and their respective domestic and international Section 214 authorizations to Rare Medium Group, Inc. will serve the public interest, convenience, and necessity.

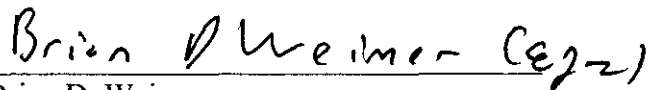
Respectfully submitted,

Verestar, Inc.  
Verestar Networks, Inc.  
Verestar, LLC  
Verestar Networks, LLC  
American Tower Corporation  
Rare Medium Group, Inc.



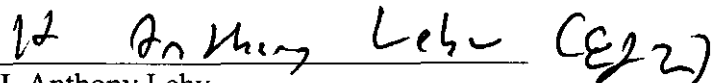
Eliot J. Greenwald  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W.  
Suite 300  
Washington, DC 20007  
Phone: 202-424-7809

*Counsel to Verestar, Inc.,  
Verestar Networks, Inc.  
Verestar, LLC  
Verestar Networks, LLC*



Brian D. Weimer  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Avenue NW  
Washington, DC 20005  
Phone: 202-371-7604

*Counsel to Rare Medium Group, Inc.*



H. Anthony Lehv  
American Tower Corporation  
c/o Verestar, Inc.  
3040 Williams Drive  
Suite 600  
Fairfax, VA 22031  
Phone: 703-573-3522

*Counsel to American Tower Corporation*

Date: September 15, 2003

## **EXHIBIT A**

### **DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION**

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants request authority to transfer control of Verestar, LLC and Verestar Networks, LLC, each nondominant carriers providing domestic telecommunications services under authority of Section 214 of the Act, from American Tower Corporation ("American Tower") to Rare Medium Group, Inc. ("Rare Medium"). Applicants are filing a combined application to transfer control of Verestar, Inc. and Verestar Networks, Inc. pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b). Applicants provide the following information in support of their request to transfer control of Verestar, Inc. and Verestar Networks, Inc.

#### **63.04(b)(6): Description of the Transaction**

The Proposed Transaction is described in Section II of the application to which this Exhibit A is attached.

#### **63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

Verestar, Inc. and Verestar Networks, Inc. each provide domestic resold and facilities-based interstate telecommunications services nationwide on a wholesale basis. Verestar, LLC and Verestar Networks, LLC will each provide the same services in the same areas currently served by Verestar, Inc. and Verestar Networks, Inc. respectively. Neither Rare Medium nor any of its affiliates provides domestic telecommunications services.

#### **63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's Rules, 47 C.F.R. § 63.03(b)(1)(ii), because Rare Medium,



the transferee, is not a telecommunications provider. In addition, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). As a result of the Proposed Transaction, Rare Medium and its subsidiaries will have market share in the interstate, interexchange market of substantially less than 10 percent and will not be dominant with respect to any domestic service.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

The Applicants also are filing applications to transfer control of Verestar, Inc.'s satellite earth station and wireless licenses to Rare Medium.

**63.04(b)(10): Special Consideration**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The Proposed Transaction is in the public interest for the reasons detailed in Section III of the application to which this Exhibit A is attached.

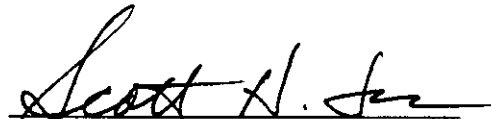
## EXHIBIT B

### SECTION 214 AUTHORIZATIONS HELD BY VERESTAR, INC. AND VERESTAR NETWORKS, INC.

FILE NO.	SUMMARY
ITC-214-19960801-00362	Held by <b>Verestar, Inc.</b> to provide both facilities-based and resold international telecommunications services.
ITC-214-19970131-00053	Held by <b>Verestar, Inc.</b> to provide both facilities-based and resold international telecommunications services.
ITC-214-19971209-00769	Held by <b>Verestar, Inc.</b> to provide both facilities-based and resold international telecommunications services.
ITC-T/C-19980528-00353	Held by <b>Verestar, Inc.</b> to provide both facilities-based and resold international telecommunications services. American Tower Systems, L.P. (now American Tower, L.P.), a subsidiary of American Tower, previously held this authorization. On July 30, 1999, it notified the Commission of the <i>pro forma</i> assignment of the authorization to ATC Teleports, Inc. (now Verestar, Inc.). The notification was never processed by the Commission. On August 8, 2003, American Tower, L.P. and Verestar, Inc. asked the Commission to process the July 30, 1999 notification and informed the Commission of the name change from ATC Teleports, Inc. to Verestar, Inc.
ITC-214-19961230-00657	Held by <b>Verestar Networks, Inc.</b> to provide both facilities-based and resold international telecommunications services.

## CERTIFICATION

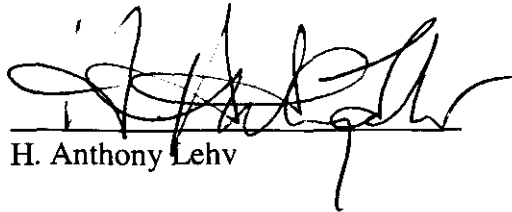
I, Scott H. Lyon, Assistant General Counsel of Verestar, Inc., hereby certify that the information in this attached application as it pertains to Verestar, Inc., Verestar Networks, Inc., Verestar, LLC and Verestar Networks, LLC is true and accurate to the best of my knowledge and that no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

  
Scott H. Lyon

Date: September 12, 2003

## CERTIFICATION

I, H. Anthony Lehv, Vice President and Chief Compliance Officer of American Tower Corporation, hereby certify that the information in this attached application as it pertains to American Tower Corporation is true and accurate to the best of my knowledge and that no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

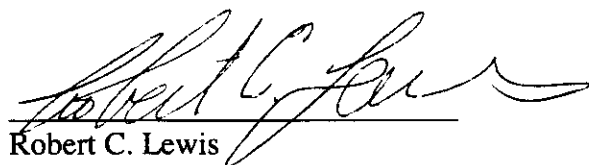


A handwritten signature in black ink, appearing to read 'H. Anthony Lehv', is written over a horizontal line.

Date: September 12, 2003

### **CERTIFICATION**

I, Robert C. Lewis, Senior Vice President and General Counsel of Rare Medium Group, Inc., hereby certify that the information in this attached application as it pertains to Rare Medium Group, Inc. is true and accurate to the best of my knowledge and that Rare Medium Group, Inc. is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



Robert C. Lewis

Date: September 12, 2003